

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF WISCONSIN**

WHOLESALE PARTNERS, LLC,

Plaintiff,

-vs-

Case No. 12-C-747

MASTERBRANDS, Inc.,

Defendant.

DECISION AND ORDER

On July 20, the defendant removed this matter from Milwaukee County on the basis of diversity jurisdiction. The complaint names MasterBrands, Inc. as the defendant, but the removing defendant alleges that Masterbrand Cabinets, Inc. is the proper defendant. MasterBrands is an Illinois corporation, whereas Masterbrand Cabinets is a Delaware corporation. Both corporations operate out of Jasper, Indiana.

The Court's primary issue with the notice of removal relates to the plaintiff, Wholesale Partners, LLC. The complaint alleges that Wholesale Partners is a Wisconsin corporation with its principal place of business in West Allis, and the notice of removal parrots this allegation. However, if Wholesale Partners is really an LLC, the citizenship of an LLC is the citizenship of each of its members. *Hukic v. Aurora Loan Servs.*, 588 F.3d 420, 427 (7th Cir. 2009). It may be that Wholesale Partners isn't actually an LLC, but the Court finds it hard to believe that Wholesale Partners would misname itself in its own complaint. It may also be that the only member of Wholesale Partners is a Wisconsin

corporation, but the complaint and the notice of removal are silent on this issue. In order to properly invoke diversity jurisdiction, the notice of removal must definitively state whether Wholesale Partners is a corporation or an LLC. If an LLC, the notice must state how many members there are and allege the citizenship of those members. “For an LP, LLC, or similar organization, the citizenship of every investor counts. If even one investor in an LP or LLC has the same citizenship as any party on the other side of the litigation, complete diversity is missing and the suit must be dismissed.” *White Pearl Inversiones S.A. (Uruguay) v. Cemusa, Inc.*, 647 F.3d 684, 686 (7th Cir. 2011) (internal citations omitted).

IT IS HEREBY ORDERED THAT the defendant must correct its notice of removal within **thirty (30) days** of the date of this Order. If the defendant fails to correct the jurisdictional deficiencies in the notice, this matter will be remanded to Milwaukee County Circuit Court.

Dated at Milwaukee, Wisconsin, this 31st day of July, 2012.

BY THE COURT:



HON. RUDOLPH T. RANDA
U.S. District Judge